

May 29, 2019

Department of Corporate Services  
BSE Limited,  
Mumbai 400 001

The Listing Department  
National Stock Exchange of India Limited,  
Mumbai 400051

Through: BSE Listing Centre

Through: NEAPS

Scrip code: 533273

Scrip Symbol: OBEROIRLTY

**Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019**

**Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 ("said Circular")**

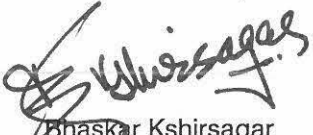
Dear Sir,

In terms of Clause 3(b)(iii) of the said Circular, please find enclosed herewith Annual Secretarial Compliance Report for year ended 31st March, 2019 issued by M/s. Rathi & Associates, Practicing Company Secretaries.

Kindly take the above on record.

Thanking you.

For Oberoi Realty Limited



Bhaskar Kshirsagar  
Company Secretary

Encl: As above.

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

### ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Of

**Oberoi Realty Limited ('the Company') for the year ended 31<sup>st</sup> March, 2019**

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March 2019,

#### **We have examined:**

- (a) the documents and records made available to us and explanation provided by the Company and its officers;
- (b) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;
- (c) website of the Company; and
- (d) such other documents and filings made by the Company which has been relied upon to make this certification.

#### **for the year ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of:**

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-**

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, Chapter VIII, to the extent of issue of Equity Shares to Qualified Institutional Buyers under Qualified Institutional Placement;



- (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

**Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting Period:-**

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and
- d. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and circulars/ guidelines issued thereunder by the concerned authority from time to time and based on the above examination, We hereby report that, during the Reporting Period:

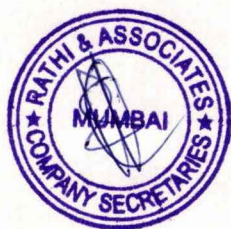
- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations
1	Regulation 13 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Filing of Statement of Investor Complaints on a quarterly basis, within twenty one days from the end of each quarter.	The Company has filed the Statement of Investor Complaints for the Quarter ended 30 <sup>th</sup> September, 2018 on 23 <sup>rd</sup> October, 2018 with NSE.	Delay in filing the said Report on the NEAPS portal of National Stock Exchange of India Limited.



- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken	Observations
1.	National Stock Exchange of India Limited ("NSE")	Delay in filing Statement of Investor Complaints for the Quarter ended 30 <sup>th</sup> September, 2018	An amount of Rs. 2000/- claimed for the said delayed filing.	The amount of Rs. 2000/- as claimed was paid by the Company. The Company also filed a review application challenging the actions taken by NSE in this regards, against which the relevant committee of NSE has confirmed the claim.



- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not applicable			

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



A handwritten signature in blue ink, appearing to read "Himanshu S. Kamdar".

HIMANSHU S. KAMDAR  
PARTNER  
MEM No. FCS 5171  
COP No. 3030

Date: 10<sup>th</sup> May, 2019

Place: Mumbai